



VIA: FACSIMILE (212) 637-3104 and U.S. MAIL

July 24, 2002

Brian E. Carr, Esq.
Office of Regional Counsel
U. S. Environmental Protection Agency, Region II
290 Broadway, 17th Floor
New York, NY 10007-1866

Re: W. R. Grace Site, Hamilton Township, New Jersey

Dear Mr. Carr:

This is in response to EPA's May 29, 2002 Notice Letter regarding the W. R. Grace site in Hamilton Township, NJ. Initially, Amtrak wishes to indicate that it appreciates the time and technical information that you and EPA have provided concerning this site.

Amtrak concurs with and joins in most of the positions of American Premier Underwriters, Inc. ("APU"), as set forth in Mr. Stonelake's letter of July 24, 2002 (e.g., like APU, Amtrak denies that it is a PRP for the alleged contamination). We do, nevertheless, wish to reserve our right to object to certain of APU's arguments regarding its own liability. More importantly, however, Amtrak is willing to share in the costs of implementing APU's Offer, as described in Mr. Stonelake's letter, on a 50/50 basis with APU, subject to the limitations expressed in the following paragraph.

As you are aware, and as has been extensively reported in the press, Amtrak's current financial condition is difficult. We expect to receive adequate federal financial assistance to complete this fiscal year (ending September 30), but the funds that will be available for future fiscal years are, although under active consideration by the Congress and the Administration, unknown at this time. Accordingly, Amtrak's ability to join in funding APU's Offer, as well as any other tasks related to this site, is dependent on the availability of adequate federal financial assistance. Absent such adequate assistance, Amtrak will not be able to perform as represented in this letter or otherwise.

We join APU in looking forward to discussing the APU Offer with EPA.

Sincerely,



Jared I. Roberts
Senior Associate General Counsel-
Corporate Affairs

cc: Benjamin G. Stonelake, Esq.
Michael Ferriola
R. Deitchman
C. M. Caldwell